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Fax : 001-202-942-9634

Securities and Exchange Commission  
450 Fifth Street, N.W.  
Washington D C 205 49



January 22, 2004  
File No.82-3768

**SUPPL**

Dear Sirs,

**Tata Engineering and Locomotive Company Limited**  
**"File No.82-3768" – Information furnished pursuant to**  
**Rule 12g3-2(b) under the Securities Exchange Act of 1934**

Furnished herewith is the following information with respect to Tata Engineering and Locomotive Company Limited, a public company with limited liability incorporated under the laws of India, "File" No.82-3768 in compliance with the exemption from the registration requirements of Section 12(g) of the Securities Exchange Act of 1934 (the "Act") available to foreign private issuers under Rule 12g3(b) under the Act :

"We would like to inform you that, at the Board Meeting of the Company held today, the Board:-

- i. took on record the Financial Results for the Quarter and Nine months ended December 31, 2003 of the Accounting Year 2003-2004. A copy of the results alongwith the Press Release is enclosed herewith.
- ii. recommended an interim dividend of 40% (Rs.4/- per share) on the outstanding Ordinary Shares of the Company as on the record date. This may be treated as an intimation under Clause 20 of the Listing Agreement."

Kindly contact the undersigned in Mumbai at the above address or by telephone at (91-22) 56657219 or by facsimile at (91-22) 56657799 if you have any questions or require additional information.

Yours faithfully,  
Tata Motors Limited

  
H K Sethna  
Company Secretary

Encl:

**PROCESSED**

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FINANCIAL**

  
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**TATA MOTORS LIMITED**

Bombay House 24 Homi Mody Street Mumbai 400 001  
Tel 91 22 5665 8282 Fax 91 22 5665 7799  
[www.tatamotors.com](http://www.tatamotors.com)

Mumbai, January 22, 2004

**Q3 Revenues up 55%. PAT at Rs.210.88 crores, up 179%  
Sales volumes increase by 53%  
Interim Dividend of 40%**

### **III Quarter**

Tata Motors reported a Profit Before Tax of Rs.361.73 crores for the quarter ended December 31, 2003, against a Profit Before Tax of Rs.131.23 crores in the corresponding period of 2002. Profit After Tax for the quarter was Rs.210.88 crores after making a provision of Rs.150.85 crores towards current and deferred tax (Rs.75.71 crores in the corresponding period last year). Operating margins at 14.4% continued to improve, reflecting the growth in volumes and the Company's ability to manage cost pressures.

The total revenue (net of excise) for the quarter at Rs.3398.26 crores (Rs.2194.13 crores in the corresponding period last year) showed a growth of 55%. Sales of commercial vehicles in the domestic market increased to 40,485 nos. in the quarter, an increase of 46% over the same period last year. Passenger Vehicle sales at 30,244 nos. recorded growth of 38%. Exports grew significantly to 7,651 nos. in the quarter as against 1,553 nos. in the corresponding period last year. The Company has commenced supply of Rover branded Tata Indica vehicles to MG Rover of UK as per the agreement signed in December 2002.

### **April-December '03**

The Company's revenues at the end of the third quarter (net of excise) stood at Rs.9075.78 crores (Rs.6101.02 crores), an increase of 49%. The Profit Before Tax is Rs.853.92 crores (Rs.277.99 crores). Sales of commercial vehicles were 1,04,616 nos., an increase of 44% over last fiscal. The Company improved its overall market share in commercial vehicles to 59%. Total sales of passenger vehicles at 97,217 nos. have grown by 42%. Indigo's market share in its segment stood at 26%, signaling the success of the second product offering on the car platform. The Indigo ended the calendar year 2003 as market leader in its segment, while the Indica volumes grew by 10%. Exports in the 9-month period at 15,068 nos. showed a growth of 152%.

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For immediate use **PRESS RELEASE**

In view of the Company's continued strong financial performance and keeping in mind the support and understanding of the shareholders during the Company's two most difficult years when no dividend could be paid, the Board of Directors has declared an interim dividend of 40% for the current financial year.

As a measure of good corporate governance, the Company has decided to publish audited interim results. Accordingly, audited results for the nine months ended December 31, 2003 are attached.

- Ends -

**Issued by:**

V Krishnan

V. P. (Corporate Communications)

Tata Motors Limited

Phone: 56657209; E-Mail: [vkrishnan@tatamotors.com](mailto:vkrishnan@tatamotors.com)

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**TATA MOTORS LIMITED**

Regd. Office : Bombay House, 24, Horni Mody Street, Mumbai 400 001.

**FINANCIAL RESULTS FOR THE QUARTER/NINE MONTHS ENDED DECEMBER 31, 2003**

Particulars	Quarter ended December 31,		Nine months ended December 31,		Year Ended March 31, 2003
	2003	2002	2003	2002	
	Unaudited	Unaudited	Audited	Unaudited	Audited
<b>(A)</b>					
1 Vehicle Sales:(in Nos.)					
Commercial vehicles	40485	27692	104616	72612	106194
Passenger Cars and Utility vehicles	30244	21903	97217	68428	104155
Exports	7651	1553	15068	5982	9510
	<b>78380</b>	<b>51148</b>	<b>216901</b>	<b>147022</b>	<b>219859</b>
2 Vehicle Production:(in Nos.)					
Commercial vehicles	42651	29126	109750	77482	116155
Passenger Cars and Utility vehicles	33399	22104	104089	69978	107304
	<b>76050</b>	<b>51230</b>	<b>213839</b>	<b>147460</b>	<b>223459</b>
3 Export Turnover (at F.O.B. value)	Rs. Crores				
	US \$ M				
	320.10	76.01	672.36	294.79	458.07
	70.65	15.85	147.48	61.06	95.45
<b>(B)</b>					
1 Net Sales/Income from operations	3,944.59	2,586.88	10,630.52	7,247.56	10,837.01
2 Total Expenditure					
(a) (Increase) / Decrease in stock in trade and work in progress	(8.22)	(36.00)	4.14	(54.52)	(119.74)
(b) Consumption of Raw Materials & Components	2,119.53	1,372.46	5,773.19	3,797.33	5,699.58
(c) Staff Cost	256.78	185.68	657.52	524.67	720.37
(d) Excise Duty	546.33	392.55	1,554.74	1,146.54	1,743.79
(e) Other expenditure	540.00	385.00	1,380.31	1,084.05	1,653.60
(f) Sub Total 2(a) to 2(e)	3,454.42	2,299.69	9,369.90	6,498.07	9,697.60
3 Operating Profit [1-2]	490.17	286.99	1,260.62	749.49	1,139.41
4 Other Income	16.66	0.21	49.93	11.14	18.04
5 Interest					
(a) Gross Interest	52.64	78.72	158.27	247.63	319.87
(b) Capitalisation of Interest and other receipts	(5.24)	(11.58)	(31.09)	(33.29)	(40.92)
(c) Net Interest	47.40	67.14	127.18	214.34	278.95
6 Product Development expenses/Amortisation	2.10	0.40	24.64	0.40	2.62
7 Depreciation	92.98	88.43	279.18	267.90	359.51
8 Profit before extraordinary/exceptional items [3+4-5-6-7]	364.35	131.23	879.55	277.99	516.37
9 Extraordinary/Exceptional Items					
(a) Provision/(Write back) for Contingencies	-	-	-	-	(20.00)
(b) Employee Separation Cost (Note 7)	2.62	-	25.63	-	-
(c) Provision for diminution in value of investments	-	-	-	-	26.00
(d) Sub Total 9(a) to 9(c)	2.62	-	25.63	-	6.00
10 Profit Before Tax [8-9]	361.73	131.23	853.92	277.99	510.37
11 Less: Provision for Taxation					
(a) Current Tax	25.79	7.31	61.94	12.91	26.25
Provision for Earlier Years Written Back	-	-	-	-	(8.54)
(b) Deferred Tax	125.06	48.21	274.11	102.54	181.78
Provision for Deferred Tax for Earlier Years	-	-	-	-	8.77
(c) Sub Total of 11(a) and 11(b)	150.85	55.52	336.05	115.45	210.26
12 Profit After Tax [10-11]	210.88	75.71	517.87	162.54	300.11
13 Paid-up Equity Share Capital (Face value of Rs. 10 each)	330.49	319.82	330.49	319.82	319.83
14 Reserves excluding Revaluation Reserve					2,277.33
15 Basic EPS (not annualised)	Rupees				
	6.48	2.37	16.09	5.08	9.36
Diluted EPS (not annualised)	Rupees				
	4.50	2.34	11.12	5.01	9.22
16 Aggregate of Non-Promoter Shareholding					
- Number of Shares	227341493	216776927	227341493	216776927	216776927
- Percentage of shareholding	68.84%	67.79%	68.84%	67.79%	67.79%

- 1) The name of the Company has been changed from Tata Engineering and Locomotive Company Limited to Tata Motors Limited with effect from July 29, 2003.
- 2) In view of the Company's profitable performance the Board of Directors have announced the payment of Interim Dividend of Rs. 4/- per share for FY 2003-04 (for FY 2002-03 : Rs.4/- as final dividend). The Record Date for the payment of the said Dividend has been fixed as February 13, 2004. The holders of rights warrants who would exercise their right for applying to the Ordinary Shares of the Company by January 31, 2004, as per the terms of the issue, would also be eligible to receive the said dividend.
- 3) On November 5, 2003, the Company has signed a binding Memorandum of Understanding (MoU) for the acquisition of Daewoo Commercial Vehicle Co. Ltd., (DWCV), Korea.
- 4) (a) The Company has issued Foreign Currency Convertible Bonds (FCCB) amounting to US \$ 100 Million ( Rs.461.56 Crores ) on July 31, 2003, which will be due for redemption on July 31, 2008. The bondholders have an option of conversion into Equity Shares or Global Depository Shares, at the rate of Rs. 250.745 per Share at any time after September 11, 2003 and upto July 1, 2008. Further, the Company has an option of redemption of these notes at any time on or after July 31, 2006, subject to certain conditions.  
(b) An amount of Rs. 0.54 Crores and Rs. 12.42 Crores for the quarter and nine months respectively, paid towards FCCB issue expenses and Rs. 4.02 Crores towards prorata provision for premium on redemption of 1% FCCB has been debited to Securities Premium Account.  
(c) Out of the net proceeds of Rs. 449.49 Crores from the FCCB issue, an amount of Rs. 286.31 Crores has been utilised towards Capital expenditure, Product development expenses and Prepayment of loans and the balance of Rs. 163.18 Crores has been utilised for working capital and invested in debt funds.
- 5) (a) As per the terms of issue, the Warrants issued along with the Convertible Debentures & Non-convertible Debentures carry an option for conversion into shares at a price of Rs. 120/- at any time during the period June 6, 2003 to September 30, 2004. 25,59,736 Ordinary Shares of Rs. 10/- each at a premium of Rs. 110/- were allotted during the quarter on such exercise of option.  
(b) 69,88,828 Ordinary Shares of Rs. 10/- each at a premium of Rs. 240.745 were allotted to the Note holders who opted for conversion of 1% Convertible Notes issued by the Company.
- 6) An amount of Rs. 0.39 Crores and Rs. 32.01 Crores for the quarter and nine months respectively, paid towards premium on the early redemption of Debentures aggregating Rs. 15 Crores and Rs. 223 Crores for the quarter and nine months respectively, has been debited to Securities Premium Account.
- 7) As per the Accounting Standard on 'Intangible Assets' (AS-26), which has become effective from April 1, 2003, the Company has written off cost incurred after March 31, 2003 under the 'Employee Separation Scheme' as against the past practice to treat such cost as deferred revenue expenditure and to amortise the same over a period of 24 to 84 months. Consequently Employee Separation Cost is higher and profit before tax is lower by Rs.1.70 Crores and Rs. 23.65 Crores for the quarter and nine months respectively.
- 8) The Company is engaged exclusively in the business of manufacture and sale of automobile products consisting of all types of commercial and passenger vehicles. These, in the context of Accounting Standard 17 on Segment Reporting, issued by the Institute of Chartered Accountants of India, are considered to constitute a single segment.
- 9) Following is the status on utilisation of proceeds of issues of the Rights - Convertible and Non - Convertible Debentures (including proceeds on warrants to be exercised) of Rs. 979 Crores, and internal accrual of Rs. 328 Crores:

Particulars	Planned in the financial year 2001-02 to 2003-04 (Rs. Crores)	Actual upto December 31, 2003 (Rs. Crores)
(a) Capital expenditure, Product development expenditure and strategic investment	780	576
(b) Prepayment/Repayment of borrowings	527	560
<b>Total</b>	<b>1307</b>	<b>1136</b>

Details of Investor Complaints	No. of Complaints
Pending as on 01.10.2003	1
Received during the quarter ended 31.12.2003	151
Disposed off during the quarter ended 31.12.2003	16
Unresolved at the end of the quarter ended 31.12.2003, which has been resolved as of date.	136*

\* 131 complaints pertain to non-receipt of dividend for FY 02-03, the reconciliation of which was completed after the quarter ended December 31, 2003

- 11) The Statutory Auditors have carried out Audit of the results stated in (B) above for the nine months ended December 31, 2003 and a Limited Review for the quarter ended December 31, 2003.
- 12) Figures for the previous periods have been regrouped/reclassified wherever necessary, to make them comparable.

The above results and this release have been reviewed by the Audit Committee of the Board and were taken on record by the Board of Directors at its meeting held on January 22, 2004.

Tata Motors Limited

  
RATAN N TATA  
Chairman

Mumbai, January 22, 2004